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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
FAIRWAY GROUP HOLDINGS CORP., et al.,	: Case No. 20-10161 (JLG)
Debtors. ¹	: (Jointly Administered)
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**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON FEBRUARY 20, 2020 AT 2:00 P.M.**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,
before the Honorable James L. Garrity, Jr., United States Bankruptcy
Judge, One Bowling Green, Courtroom 601, New York, New York 10004

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Fairway Group Holdings Corp. (2788); Fairway Group Acquisition Company (2860); Fairway Bakery LLC (4129); Fairway Broadway LLC (8591); Fairway Chelsea LLC (0288); Fairway Construction Group, LLC (2741); Fairway Douglaston LLC (2650); Fairway East 86th Street LLC (3822); Fairway eCommerce LLC (3081); Fairway Georgetowne LLC (9609); Fairway Greenwich Street LLC (6422); Fairway Group Central Services LLC (7843); Fairway Group Plainview LLC (8643); Fairway Hudson Yards LLC (9331); Fairway Kips Bay LLC (0791); FN Store LLC (9240); Fairway Paramus LLC (3338); Fairway Pelham LLC (3119); Fairway Pelham Wines & Spirits LLC (3141); Fairway Red Hook LLC (8813); Fairway Stamford LLC (0738); Fairway Stamford Wines & Spirits LLC (3021); Fairway Staten Island LLC (1732); Fairway Uptown LLC (8719); Fairway Westbury LLC (6240); and Fairway Woodland Park LLC (9544). The location of the Debtors' corporate headquarters is 2284 12th Avenue, New York, New York 10027. Fairway Community Foundation Inc., a charitable organization, owned by Fairway Group Holdings Corp., is not a debtor in these proceedings.

I. STATUS CONFERENCE:

1. Initial Case Conference [ECF No. 79]

Status: This matter is going forward as a status conference.

II. UNCONTESTED MATTERS SEEKING FINAL RELIEF:

2. Motion of Debtors for Entry of Order (I) Authorizing Debtors to (A) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (B) Implement Changes to Cash Management System in the Ordinary Course of Business, and (C) Continue Intercompany Transactions; (II) Confirming Administrative Expense Priority for Postpetition Intercompany Claims; and (III) Granting Related Relief [ECF No. 8]

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Response Filed:

- A. United Natural Foods, Inc. and Albert's Organics, Inc.'s Objection [ECF No. 143]

Related Documents:

- B. Emergency Bridge Order Authorizing (I) Postpetition Use of Cash Collateral and (II) Use of Cash Management on an Interim Basis for Critical Expenses [ECF No. 33]
- C. Interim Order (I) Authorizing Debtors to (A) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (B) Implement Changes to Cash Management System in the Ordinary Course of Business, and (C) Continue Intercompany Transactions; (II) Confirming Administrative Expense Priority for Postpetition Intercompany Claims; and (III) Granting Related Relief [ECF No. 69]
- D. Notice of Revised Proposed Order [ECF No. 190]

Status: The Debtors have resolved the objection of United Natural Foods, Inc. and Albert's Organics, Inc. [ECF No. 143]. Thus, this matter is going forward on an uncontested basis.

3. Motion of Debtors for (I) Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Liens and Provide Superpriority Administrative Expense Status, (D) Grant Adequate Protection, (E) Modify the Automatic Stay, and (F) Schedule a Final Hearing and (II) Related Relief [ECF No. 20]

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Response Filed:

- A. Levin Management Corporation, as agent for Post Road Plaza Leasehold, LLC's Objection [ECF No. 150]
- B. Official Committee of Unsecured Creditors' Objection [ECF No. 159]

Related Documents:

- C. Declaration of Michael Nowlan Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York [ECF No. 5]
- D. Declaration of Abel Porter Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York [ECF No. 25]
- E. Emergency Bridge Order Authorizing (I) Postpetition Use of Cash Collateral and (II) Use of Cash Management on an Interim Basis for Critical Expenses [ECF No. 33]
- F. Notice of Filing Exhibit to DIP Motion [ECF No. 55]
- G. Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507: (A) Authorizing Debtors to Obtain Post-Petition Financing and Use Cash Collateral; (B) Granting Liens and Providing Superpriority Administrative Expense Status; (C) Granting Adequate Protection; (D) Modifying Automatic Stay; (E) Scheduling A Final Hearing; and (F) Granting Related Relief [ECF No. 78]
- H. Debtors' Reply in Support of Final DIP Order [ECF No. 176]

Status: The Debtors have resolved the objection of the Official Committee of Unsecured Creditors (the "**Committee**") [ECF No. 159], and the Proposed Final Order submitted to the Court [ECF No. 176] incorporates the resolutions reached with the Committee. The Debtors also have resolved the objection of Levin Management Corporation [ECF No. 150]. Thus, this matter is going forward on an uncontested basis.

- 4. Motion of Debtors for Authority to (I) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Medical and Other Benefits, (III) Continue Employee Benefits Programs, and (IV) Related Relief [ECF No. 13]

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Documents:

- A. Interim Order Authorizing Debtors, to (I) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (II) Pay and Honor Employee Medical and Other Benefits, Continue Employee Benefits Programs, and (III) Granting Related Relief **[ECF No. 73]**
- B. Notice of Revised Proposed Order **[ECF No. 166]**

Status: This matter is going forward on an uncontested basis.

- 5. Motion of Debtors for (I) Authority to Pay Certain Prepetition Obligations to Critical Vendors; (II) Approval of Related Procedures; and (III) Related Relief **[ECF No. 17]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Documents:

- A. Interim Order (I) Authorizing Debtors to Pay Certain Prepetition Obligations to Critical Vendors; (II) Approving Related Procedures; and (III) Granting Related Relief **[ECF No. 74]**
- B. Notice of Revised Proposed Order **[ECF No. 161]**

Status: This matter is going forward on an uncontested basis.

- 6. Motion of Debtors for (I) Authority to (A) Maintain Certain Trust Fund Programs, (B) Release Certain Funds Held in Trust, (C) Continue to Perform and Honor Related Obligations and (II) Related Relief **[ECF No. 14]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Documents:

- A. Interim Order Authorizing Debtors to (I) Maintain Certain Trust Fund Programs, (A) Release Certain Funds Held in Trust, (C) Continue to Perform and Honor Related Obligations; and (II) Granting Related Relief **[ECF No. 83]**
- B. Notice of Revised Proposed Order **[ECF No. 164]**

Status: This matter is going forward on an uncontested basis.

7. Motion of Debtors for Authority to (I) Pay Prepetition Claims of Shippers and Miscellaneous Lien Claimants, (II) Confirm Administrative Expense Priority of Undisputed Commencement Date Orders and Satisfy Such Obligations in the Ordinary Course of Business, and (III) Pay PACA/PASA Claims **[ECF No. 11]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Documents:

- A. Interim Order Authorizing Debtors to (A) Pay Prepetition Claims of Shippers and Miscellaneous Lien Claimants, (B) Confirm Administrative Expense Priority of Undisputed Commencement Date Orders and Satisfy Such Obligations in the Ordinary Course of Business, and (C) Pay PACA/PASA Claims **[ECF No. 76]**
- B. Notice of Revised Proposed Order **[ECF No. 162]**

Status: This matter is going forward on an uncontested basis.

8. Motion of Debtors for (I) Authorization to (A) Continue to Maintain their Insurance Policies and Programs and Surety Bond Program and (B) Honor all Obligations with Respect Thereto; (II) Modification of the Automatic Stay with Respect to the Workers Compensation Program; and (III) Related Relief **[ECF No. 16]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Documents:

- A. Interim Order (I) Authorizing Debtors to (A) Continue to Maintain their Insurance Policies and Programs and Surety Bond Program and (B) Honor all Obligations with Respect Thereto; (II) Modifying the Automatic Stay with Respect to the Workers' Compensation Program; and (III) Granting Related Relief **[ECF No. 80]**
- B. Notice of Revised Proposed Order **[ECF No. 167]**

Status: This matter is going forward on an uncontested basis.

9. Motion of Debtors for Authorization to Pay Certain Prepetition Taxes and Fees **[ECF No. 12]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Documents:

- A. Interim Order Authorizing Debtors to Pay Certain Prepetition Taxes and Fees [ECF No. 86]
- B. Notice of Revised Proposed Order [ECF No. 163]

Status: This matter is going forward on an uncontested basis.

- 10. Motion of Debtors for Authority to (I) Maintain and Administer Prepetition Customer Programs, Promotions and Practices and (II) Pay and Honor Related Prepetition Obligations [ECF No. 10]

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Documents:

- A. Interim Order Authorizing Debtors to (I) Maintain and Administer Prepetition Customer Programs, Promotions and Practices; and (II) Pay and Honor Related Prepetition Obligations [ECF No. 81]
- B. Notice of Revised Proposed Order [ECF No. 165]

Status: This matter is going forward on an uncontested basis.

III. UNCONTESTED SECOND DAY MATTERS:

- 11. Motion of Debtors for Entry of an Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors [ECF No. 22]

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Document:

- A. Notice of Revised Proposed Order [ECF No. 168]

Status: This matter is going forward on an uncontested basis.

- 12. Motion of Debtors for Entry of an Order Implementing Certain Notice and Case Management Procedures [ECF No. 9]

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Document:

- A. Notice of Revised Proposed Order **[ECF No. 170]**

Status: This matter is going forward on an uncontested basis.

- 13. Omnibus Motion of Debtors to (I) Reject Certain Unexpired Leases of Nonresidential Real Property, (II) Establish Procedures for Rejection of Unexpired Leases of Nonresidential Real Property, and (III) Abandon Property in Connection Therewith **[ECF No. 103]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed:

- A. 2290 12th Avenue LLC's Limited Objection **[ECF No. 122]**
- B. Calandra, LLC's Objection **[ECF No. 140]**
- C. Federal Realty Investment Trust's Objection **[ECF No. 146]**
- D. Levin Management Corporation, as agent for Post Road Plaza Leasehold, LLC's Objection **[ECF No. 152]**

Related Document:

- E. Notice of Withdrawal of 2290 12th Avenue LLC's Limited Objection **[ECF No. 138]**
- F. Notice of Revised Proposed Order **[ECF No. 189]**

Status: The Debtors have resolved the objections filed by Calandra, LLC [ECF No. 140], Federal Realty Investment Trust [ECF No. 146], Levin Management Corporation [ECF No. 152]; and 2290 12th Avenue LLC withdrew their objection [ECF No. 138]. Thus, this matter is going forward on an uncontested basis.

- 14. Motion of Debtors for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals **[ECF No. 110]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Document:

- A. Notice of Revised Proposed Order **[ECF No. 171]**

Status: This matter is going forward on an uncontested basis.

15. Motion of Debtors for Authority to Employ Professionals Used in Ordinary Course of Business **[ECF No. 111]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed: None.

Related Document:

- A. Notice of Revised Proposed Order **[ECF No. 169]**

Status: This matter is going forward on an uncontested basis.

IV. CONTESTED SECOND DAY MATTERS:

16. Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sales of Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Authorizing Designation of Additional Stalking Horse Bidders, (D) Scheduling Auctions for and Hearings to Approve Sales of Debtors' Assets, (E) Approving Form and Manner of Notice of Sales, Auctions, and Sale Hearings, (F) Approving Assumption and Assignment Procedures and Form and Manner of Notice of Assumption and Assignment, and (G) Granting Related Relief; and (II)(A) Authorizing Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief **[ECF No. 21]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed:

- A. Federal Realty Investment Trust's Objection **[ECF No. 142]**
- B. Ventura in Manhattan, Inc.'s Objection **[ECF No. 149]**
- C. Levin Management Corporation, as agent for Post Road Plaza Leasehold, LLC's Objection **[ECF No. 151]**
- D. 400 Walnut Avenue, LLC's Objection **[ECF No. 156]**

Related Document:

- E. Debtors' Omnibus Reply to Responses to Debtors' Request for Approval of Global Bidding Procedures and Related Relief **[ECF No. 172]**
- F. Supplemental Declaration of Scott Moses in Support **[ECF No. 173]**

Status: This matter is going forward on a contested basis.

17. Motion of Debtors for (I) Approval of Procedures for Store Closing Sales and (II) Related Relief **[ECF No. 104]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed:

- A. Calandra, LLC's Objection **[ECF No. 140]**
- B. Federal Realty Investment Trust's Objection **[ECF No. 148]**
- C. Ventura in Manhattan, Inc.'s Objection **[ECF No. 149]**
- D. Levin Management Corporation, as agent for Post Road Plaza Leasehold, LLC's Objection **[ECF No. 153]**

Related Document:

- E. Debtors' Omnibus Reply to Objections to Debtors' Motion for (I) Approval of Procedures for Store Closing Sales and (II) Related Relief **[ECF No. 175]**

Status: This matter is going forward on a contested basis.

18. Motion of Debtors Requesting Entry of an Order (I) Approving Debtors Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services; and (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service **[ECF No. 18]**

Response Deadline: February 13, 2020 at 4:00 p.m. (Eastern Time)

Responses Filed:

- A. Consolidate Edison Company of New York, *et al.*'s Objection **[ECF No. 123]**
- B. Red Hook Green Power LLC's Objection **[ECF No. 136]**

Related Document:

- C. Debtors' Omnibus Reply **[ECF No. 174]**
- D. Declaration of Vicki Piazzini in Support of Consolidate Edison Company of New York, *et al.*'s Objection **[ECF No. 181]**

- E. Declaration of Pawel Sakowski in Support of Consolidate Edison Company of New York, et al.'s Objection **[ECF No. 182]**
- F. Declaration of Kevin McKiernan in Support of Consolidate Edison Company of New York, et al.'s Objection **[ECF No. 183]**
- G. Declaration of Gregory O'Connell in Support of Red Hook Green Power LLC's Objection **[ECF No. 184]**
- H. Declaration of Joy Scaglione in Support of Consolidate Edison Company of New York, et al.'s Objection **[ECF No. 186]**

Status: This matter is going forward on a contested basis.

Dated: February 18, 2020
New York, New York

/s/ Sunny Singh
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